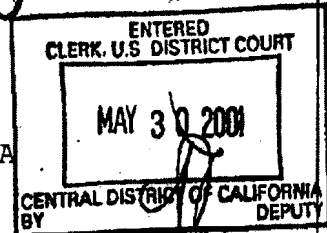
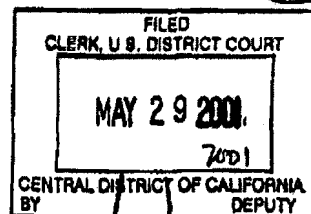


Exhibit D

1 Peter I. Ostroff (SBN 045718)
 2 Scott D. Marcus (SBN 184980)
 3 SIDLEY & AUSTIN
 4 555 West Fifth Street, Suite 4000
 5 Los Angeles, California 90013-1010
 6 Telephone: 213-896-6000
 7 Facsimile: 213-896-6600

8 Attorneys for Plaintiff
 9 Red Mountain Finance, Inc.



UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

LOS ANGELES DIVISION

11 Red Mountain Finance, Inc.,) Case No. CV 00-0164 R (BQRx)
 12)
 13 Plaintiff,) ~~PROPOSED~~ ORDER GRANTING MOTION
 14 vs.) FOR (1) SPECIFIC PERFORMANCE IN
 15 Democratic Republic of Congo and) AID OF EXECUTION; AND (2)
 16 National Bank of Congo,) ASSIGNMENT OF ASSETS
 17 Defendants.)
 18) Date: May 21, 2001
 19) Time: 10:00 a.m.
 20) Place: Courtroom 8
 21)
 22) Hon. Manuel L. Real

23 This matter came on pursuant to plaintiff Red Mountain
 24 Finance, Inc.'s ("Red Mountain") Motion For Specific Performance in
 25 Aid of Execution and Assignment of Assets. The Court having
 26 considered the Motion, the Memorandum of Points and Authorities,
 27 the Declarations of Scott D. Marcus and Michael Straus and attached
 28 exhibits, all other papers filed in this matter, and the arguments
 of counsel, and good cause appearing:

THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED

~~that plaintiff's Motion for Specific Performance in Aid of~~
~~Execution and Assignment of Assets is GRANTED;~~

✓ Docketed
 ✓ Copies / NTC Sent
 — JS - 5 / JS - 6
 — JS - 2 / JS - 3
 ✓ CLSD

MAY 30 2001

123

1 ~~IT IS HEREBY FURTHER ORDERED~~ that defendants Democratic
2 Republic of Congo ("Congo") and Central Bank of Congo (sued herein
3 as National Bank of Congo) ("Bank"), and each of them, ~~shall not~~
4 ~~make~~ **ENJOINED FROM MAKING ANY** payments or authorize payments to be made on their behalves
5 with respect to any External Indebtedness (as defined in the 1980
6 Loan Agreement) unless and until Congo and Bank (or each of them)
7 make or cause to be made a proportionate payment to Red Mountain at
8 the same time, unless and until the judgment in this matter is
9 satisfied; and

10 IT IS HEREBY FURTHER ORDERED that Congo shall not create,
11 continue, or permit to be created and continue, nor permit Bank,
12 any Governmental Agency or Governmental Enterprise (both as defined
13 in the 1980 Loan Agreement) to create, continue, or permit to be
14 created and continue, any Lien (as defined in the 1980 Loan
15 Agreement) on or with respect to any Assets (as defined in the 1980
16 Loan Agreement) of Congo, Bank, any Governmental Agency or any
17 Governmental Enterprise, to secure or provide for the payment of
18 any External Indebtedness (as defined in the 1980 Loan Agreement)
19 of any Person (as defined in the 1980 Loan Agreement), unless and
20 until the judgment in this matter is satisfied; and

21 IT IS HEREBY FURTHER ORDERED that Congo shall not enter
22 into, nor permit Bank or any Governmental Agency to enter into, any
23 credit agreement or other contract for External Indebtedness which
24 grants by contract to any other Person any right of set off,
25 banker's lien, counterclaim, or similar contractual right, unless
26 and until the judgment in this matter is satisfied;

27 IT IS HEREBY FURTHER ORDERED that, within ten (10) days
28 of entry of this Order, Congo and Bank, and each of them, shall

1 assign to Red Mountain, in and until satisfaction of the judgment
2 in this matter:

3 (1) any and all of Congo's or Bank's revenues or
4 rights to receive income or other payments (however labeled
5 and whether denominated as taxes, concession fees, royalties,
6 net profits, or otherwise) arising out of or relating to a
7 certain Convention of August 9, 1969, Regulating the
8 Exploitation of Hydrocarbons in the Maritime Zone of the
9 Democratic Republic of Congo, as amended;

10 (2) any and all of Congo's or Bank's revenues or
11 rights to receive income or other payments from Perenco (or
12 any of its subsidiaries or affiliates), however labeled and
13 whether denominated as taxes, concession fees, royalties, net
14 profits, or otherwise, arising out of or relating to Perenco's
15 acquisition of production or other interests in oil fields in
16 Congo;

17 (3) any and all of Congo's or Bank's right, title,
18 and interest in and to any bank accounts maintained by Congo
19 or Bank, or each of them, with Citibank, N.A., including any
20 such accounts maintained with any of Citibank N.A.'s branches,
21 subsidiaries or affiliates, including without limitation
22 Account 02001-70-1000, maintained at Citibank (Congo),
23 S.A.R.L., Kinshasa, Congo;

24 (4) any and all of Congo's or Bank's shares or
25 rights relating to such shares arising out of Congo's 20%
26 interest in Soliza, S.A.R.L. (or any successor thereof);

27 (5) any and all of Congo's or Bank's shares or
28 rights relating to such shares arising out of Congo's 25.53%

1 interest in Banque Commerciale Zairoise, S.A.R.L. (or any
2 successor thereof);

3 (6) any and all of Congo's or Bank's shares or
4 rights relating to such shares arising out of Congo's 35.59%
5 interest in Union Zairoise de Banques, S.A.R.L. (or any
6 successor thereof); and

7 IT IS HEREBY FURTHER ORDERED that, in the event that
8 Congo and/or Bank fail to execute the assignments ordered above
9 within ten (10) days of entry of this Order, the Clerk of the Court
10 shall be authorized to and shall execute forthwith such assignments
11 for and on behalf of each of Congo and Bank.

12 Dated: May 29, 2001

13
14 By: 

Mantel L. Real, Judge
United States District Court
for the Central District of
California

PROOF OF SERVICE

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action. My business address is Sidley & Austin, 555 West Fifth Street, Suite 4000, Los Angeles, California 90013.

On April 30, 2001, I caused the foregoing document described as **[PROPOSED]**
ORDER GRANTING MOTION FOR (1) SPECIFIC PERFORMANCE IN AID OF
EXECUTION; AND (2) ASSIGNMENT OF ASSETS to be delivered by hand to the offices of:

Allan E. Ceran
Rodi, Pollock, Pettker, Galbraith & Cahill
A Law Corporation
444 S. Flower Street, Suite 1700
Los Angeles, CA 90071

I declare that I am employed in the office of a member of the bar of this court whose direction the service was made.

Executed on April 30, 2001, at Los Angeles, California.


Joanne Romanovich